

30 JUN 1992

For Six Month Period Ending _____
(Insert date)

Name of Registrant

Registration No. 508

Cleary, Gottlieb, Steen & Hamilton

Business Address of Registrant

1. 1752 N Street, N.W., Washington, D.C. 20036
2. One Liberty Plaza, New York, NY 10006

I-REGISTRANT

1. Has there been a change in the information previously furnished in connection with the following:

(a) If an individual:

- | | | |
|-----------------------|------------------------------|-----------------------------|
| (1) Residence address | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (2) Citizenship | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (3) Occupation | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

(b) If an organization:

- | | | |
|--------------------------|------------------------------|----------------------------------------|
| (1) Name | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) Ownership or control | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Branch offices | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

2. Explain fully all changes, if any, indicated in item 1.

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, and 5.

3. Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes ☒ No ☐

If yes, furnish the following information:

Name

Position

Date Connection
Ended

Melvin C. Steen

Counsel

June 28, 1992

4. Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?
 Yes ☒ No ☐ See Rider 4.

If yes, furnish the following information:

<i>Name</i>	<i>Residence Address</i>	<i>Citizenship</i>	<i>Position</i>	<i>Date Assumed</i>
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5. Has any person named in Item 4 rendered services directly in furtherance of the interests of any foreign principal?
 Yes ☐ No ☒

If yes, identify each such person and describe his services.

6. Have any employees or individuals other than officials, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

<i>Name</i>	<i>Position or connection</i>	<i>Date terminated</i>
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7. During this 6 month reporting period, have any persons been hired as employees or in any other capacity by the registrant who rendered services to the registrant directly in furtherance of the interests of any foreign principal in other than a clerical or secretarial, or in a related or similar capacity? Yes ☐ No ☒

If yes, furnish the following information:

<i>Name</i>	<i>Residence Address</i>	<i>Position or connection</i>	<i>Date connection began</i>
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II—FOREIGN PRINCIPAL

(PAGE 3)

8. Has your connection with any foreign principal ended during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name of foreign principal

Date of Termination

-
9. Have you acquired any new foreign principal¹ during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish following information:

Name and address of foreign principal

Date acquired

-
10. In addition to those named in Items 8 and 9, if any, list the foreign principals¹ whom you continued to represent during the 6 month reporting period.

1. CSR Limited, Sidney, Australia.
2. State of Kuwait.
3. The Ministry of Finance and Public Credit of Mexico.

III—ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 8, 9, and 10 of this statement? Yes ☒ No ☐

If yes, identify each such foreign principal and describe in full detail your activities and services:

See Rider 11.

¹The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual or organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a)(9)).

A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those foreign principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity² as defined below?
Yes ☐ No ☒

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places of delivery, names of speakers and subject matter.

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

²The term "political activities" means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

IV—FINANCIAL INFORMATION

14. (a) RECEIPTS—MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 8, 9 and 10 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes ☒ No ☐

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies.³

<i>Date</i>	<i>From Whom</i>	<i>Purpose</i>	<i>Amount</i>
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See Rider 14(a).

Total

(b) RECEIPTS—THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁴ other than money from any foreign principal named in Items 8, 9 and 10 of this statement, or from any other source, for or in the interests of any such foreign principal? Yes ☐ No ☒

If yes, furnish the following information:

<i>Name of foreign principal</i>	<i>Date received</i>	<i>Description of thing of value</i>	<i>Purpose</i>
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³A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. See Rule 201(e).

⁴Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15. (a) **DISBURSEMENTS—MONIES**

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 8, 9 and 10 of this statement? Yes ☒ No ☐

(2) transmitted monies to any such foreign principal? Yes ☐ No ☒

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

<i>Date</i>	<i>To Whom</i>	<i>Purpose</i>	<i>Amount</i>
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See Rider 15(a).

Total

15. (b) DISBURSEMENTS—THINGS OF VALUE

During this 6 month reporting period, have you disposed of anything of value⁵ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in items 8, 9 and 10 of this statement?

Yes ☐ No ☒

If yes, furnish the following information:

<i>Date disposed</i>	<i>Name of person to whom given</i>	<i>On behalf of what foreign principal</i>	<i>Description of thing of value</i>	<i>Purpose</i>
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(c) DISBURSEMENTS—POLITICAL CONTRIBUTIONS

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value⁵ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☒ No ☐

If yes, furnish the following information:

<i>Date</i>	<i>Amount or thing of value</i>	<i>Name of political organization</i>	<i>Name of candidate</i>
March 9, 1992	\$100.00	Ferraro for U.S. Senate	Geraldine A. Ferraro
March 15, 1992	\$250.00	Clinton for President Committee	Bill Clinton

V—POLITICAL PROPAGANDA

(Section 1(j) of the Act defines "political propaganda" as including any oral, visual, graphic, written, pictorial, or other communication or expression by any person (1) which is reasonably adapted to, or which the person disseminating the same believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, or in any other way influence a recipient or any section of the public within the United States with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party or with reference to the foreign policies of the United States or promote in the United States racial, religious, or social dissensions, or (2) which advocates, advises, instigates, or promotes any racial, social, political, or religious disorder, civil riot, or other conflict involving the use of force or violence in any other American republic or the overthrow of any government or political subdivision of any other American republic by any means involving the use of force or violence.)

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any political propaganda as defined above? Yes ☐ No ☒

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

17. Identify each such foreign principal.

⁵Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating political propaganda? Yes ☐ No ☐

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of political propaganda include the use of any of the following:

- | | | | |
|-------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns | <input type="checkbox"/> Press releases | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> Other (specify) _____ | | | |

20. During this 6 month reporting period, did you disseminate or cause to be disseminated political propaganda among any of the following groups:

- | | | |
|------------------------------------------------|-------------------------------------------------------|---------------------------------------------------|
| <input type="checkbox"/> Public Officials | <input type="checkbox"/> Newspapers | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Editors | <input type="checkbox"/> Educational institutions |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Other (specify) _____ | | |

21. What language was used in this political propaganda:

- ☐ English ☐ Other (specify) _____

22. Did you file with the Registration Section, U.S. Department of Justice, two copies of each item of political propaganda material disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☐

23. Did you label each item of such political propaganda material with the statement required by Section 4(b) of the Act? Yes ☐ No ☐

24. Did you file with the Registration Section, U.S. Department of Justice, a Dissemination Report for each item of such political propaganda material as required by Rule 401 under the Act? Yes ☐ No ☐

VI—EXHIBITS AND ATTACHMENTS

25. EXHIBITS A AND B

- (a) Have you filed for each of the newly acquired foreign principals in Item 9 the following:

- | | | | |
|------------------------|------------------------------|-----------------------------|-----------------|
| Exhibit A ⁶ | Yes <input type="checkbox"/> | No <input type="checkbox"/> | Not applicable. |
| Exhibit B ⁷ | Yes <input type="checkbox"/> | No <input type="checkbox"/> | |

If no, please attach the required exhibit.

- (b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes ☐ No ☒

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attach the required amendment.

⁶The Exhibit A, which is filed on Form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

⁷The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

26. EXHIBIT C

If you have previously filed an Exhibit C⁸, state whether any changes therein have occurred during this 6 month reporting period. Yes ☐ No ☐ Not applicable.

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☐

If no, please attach the required amendment.

27. SHORT FORM REGISTRATION STATEMENT



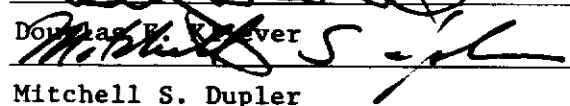
Have short form registration statements been filed by all of the persons named in Items 5 and 7 of the supplemental statement? Yes ☐ No ☐ Not applicable.

If no, list names of persons who have not filed the required statement.

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this registration statement and the attached exhibits and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in attached Short Form Registration Statement, if any, insofar as such information is not within his (their) personal knowledge.

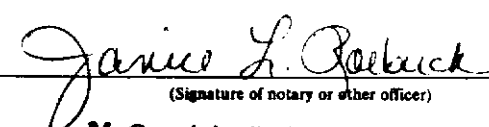
(Type or print name under each signature)

(Both copies of this statement shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)


Kenneth L. Bachman, Jr.

Henry J. Blag

Douglas E. Kever
Mitchell S. Dupler

Subscribed and sworn to before me at the District of Columbia

this 30th day of July, 19 92


(Signature of notary or other officer)
My Commission Expires February 14, 1994

⁸The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. (A waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

UNITED STATES DEPARTMENT OF JUSTICE
REGISTRATION UNIT
CRIMINAL DIVISION
WASHINGTON, D.C. 20530

NOTICE

Please answer the following questions and return this sheet in triplicate with your supplemental statement:

1. Is your answer to Item 16 of Section V (Political Propaganda - page 7 of Form CRM-154, formerly Form OBD-64 - Supplemental Statement):

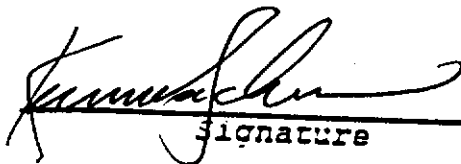
Yes _____ or No X _____

(If your answer to question 1 is "yes" do not answer question 2 of this form.)

2. Do you disseminate any material in connection with your registration:

Yes _____ or No X _____

(If your answer to question 2 is "yes" please forward for our review copies of all such material including: films, film catalogs, posters, brochures, press releases, etc. which you have disseminated during the past six months.)


Signature

JULY 30, 1992
Date

Kenneth L. Bachman, Jr.
Please type or print name of
signatory on the line above

Partner
Title

RECEIVED
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INTERNAL SECURITY

**RIDER 4: PERSONS BECOMING PARTNERS DURING
6-MONTH REPORTING PERIOD**

<u>Name</u>	<u>Residence Address</u>	<u>Citizenship</u>	<u>Position</u>	<u>Date Assumed</u>
Christopher E. Austin	62 Montague Street Apartment 2A Brooklyn, N.Y. 11201	U.S.A.	Partner	01/01/92
Jean-Marcel Cheyron	59, rue Caulaincourt 75018 Paris, France	France	Partner	01/01/92
William A. Groll	117 Sterling Place Apartment 3 Brooklyn N.Y. 11217	U.S.A.	Partner	01/01/92
Seth Grosshandler	327 Central Park West Apartment 18E New York, N.Y. 10025	U.S.A.	Partner	01/01/92
Matthew D. Slater	6004 Greentree Road Bethesda, Maryland 20817	U.S.A.	Partner	01/01/92
Antoine Winckler	Avenue Montjoie, 241 1180 Brussels, Belgium	France	Partner	01/01/92

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INTERNAL SECURITY
SECTION

Rider 11: ACTIVITIES OR SERVICES FOR FOREIGN PRINCIPALS

CSR Limited. Registrant acts as counsel to CSR Limited, marketing agent for the Queensland Sugar Board. In this capacity, during the period registrant advised the Company with respect to regulations concerning the U.S. sugar market and with respect to administrative proposals relating to the U.S. sugar market.

Government of Kuwait. Registrant represented the Government of Kuwait in meetings with the United States Department of State regarding the United Nations Compensation Commission.

Registrant also provided legal representation to the Government of Kuwait in connection with commercial and other contracts for the delivery of goods and services. Registrant also assisted the Government of Kuwait in the negotiation of a financing agreement for part of the cost of a movie being produced for commercial exhibition by IMAX Corporation on the oil fires and fire fighting in Kuwait.

Registrant also provided legal representation to the Government of Kuwait in connection with an indirect investment in the ownership of real estate in Phoenix, Arizona. In connection with this matter, registrant met several times with and participated in telephone conversations with officials at the Department of Justice and the Resolution Trust Corporation.

Registrant also represented the Government of Kuwait in connection with meetings and telephone conferences with officials of the U.S. Government regarding Kuwait's utilization of credit facilities and guarantees extended by the United States Export Import Bank.

Registrant also represented the Government of Kuwait in various litigation matters. In connection with one such matter, registrant participated in telephone conversations with attorneys at the United States Department of State and Department of Justice.

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SECTION
JUL 31 1992

Ministry of Finance of Mexico. Registrant provided legal advice to the Ministry of Finance of the Government of Mexico with respect to matters relating to financial services issues in connection with the proposed North American Free Trade Agreement ("NAFTA"). Registrant provided advice and information to the Ministry of Finance in connection with the Ministry's participation in NAFTA negotiations with the United States and Canada. Registrant did not participate directly in the NAFTA negotiations.

In addition, registrant represented the Ministry of Finance and Public Credit in connection with various external financings (in the capital markets and in private transactions), various debt management transactions (including currency and interest rate swaps and debt exchange and debt cancellation operations) and the privatization of certain state-owned enterprises.

RIDER 14(a): RECEIPTS - MONIES

All fees and disbursements received from all foreign principals are in connection with non-registrable activities.

CSR LIMITED

03/17/92	Fees	\$3,500.00
	Disbursements	\$193.58

GOVERNMENT OF KUWAIT

01/21/92	Fees	\$13,700.00
	Disbursements	\$624.99
02/13/92	Fees	\$700.00
	Disbursements	\$567.50
03/13/92	Disbursements	\$978.00
03/17/92	Fees	\$849.00
	Disbursements	\$201.25
03/24/92	Fees	\$202,765.00
	Disbursements	\$9,812.15
03/31/92	Fees	\$655,000.00
	Disbursements	\$77,431.04
04/30/92	Fees	\$470,877.50
	Disbursements	\$500.00
05/26/92	Fees	\$135,000.00
	Disbursements	\$14,180.02

MINISTRY OF FINANCE OF MEXICO

02/14/92	Fees	\$387,709.49
	Disbursements	\$36,413.86
02/28/92	Fees	\$85,000.00
	Disbursements	\$8,856.21
03/25/92	Fees	\$384,501.60
	Disbursements	\$49,149.59
03/27/92	Fees	\$385,000.00
	Disbursements	\$25,126.62
05/13/92	Fees	\$240,000.00
	Disbursements	\$15,055.09

06/18/92	Fees	\$270,000.00
	Disbursements	\$27,359.88
06/29/92	Fees	\$36,000.00
	Disbursements	\$5,945.77

TOTAL OF ALL FEES AND DISBURSEMENTS RECEIVED FROM ALL FOREIGN PRINCIPALS:	\$3,542,998.14
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RIDER 15(a): DISBURSEMENTS - MONIES

All disbursements for all foreign principals are in connection with non-registrable activities.

CSR LIMITED

General Office Expenses (including duplicating; word processing; postage; phone charges)	\$256.79
Legal Publications; Databases; Documents	\$30.89

GOVERNMENT OF KUWAIT

General Office Expenses (includes duplicating; word processing; postage; phone charges; local transportation and meals for staff late work; computer software; temporary secretarial services; in-house messenger services; computer research, etc.)	\$69,697.80
Courier Services (includes Federal Express, Network Courier, DHL, etc.)	\$3,805.05
Legal Publications; Databases; Documents	\$14,691.43
Travel and meals in connection with non-registrable activities (includes airline tickets, hotels, meals, etc.)	\$70,515.34

MINISTRY OF FINANCE OF MEXICO

General Office Expenses (includes duplicating; word processing; postage; phone charges; local transportation and meals for staff late work; computer software; in-house messenger service; computer research, etc.)	\$120,318.70
Courier Services (includes Federal Express; DHL; World Courier, etc.)	\$6,306.35
Filing Fee	\$75.00
Legal Publications; Databases; Documents	\$5,125.31
Outside Legal Counsel	\$1,101.59

Travel in connection with non-registrable activities (includes airline tickets; meals; etc.)	\$23,065.11
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TOTAL OF ALL DISBURSEMENTS MADE ON BEHALF OF ALL FOREIGN PRINCIPALS:	\$314,989.36
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